

STATE OF MINNESOTA PUBLIC UTILITIES COMMISSION

**PIPELINE ROUTING PERMIT FOR CONSTRUCTION OF THE
ALBERTA CLIPPER PIPELINE**

IN

**KITTSOON, MARSHALL, PENNINGTON, RED LAKE, POLK,
CLEARWATER, BELTRAMI, HUBBARD, CASS, ITASCA, AITKIN, ST.
LOUIS, AND CARLTON COUNTIES, MINNESOTA**

AND

THE SOUTHERN LIGHTS DILUENT PIPELINE

IN

**CARLTON, ST. LOUIS, AITKIN, ITASCA, CASS, HUBBARD,
BELTRAMI, AND CLEARWATER COUNTIES, MINNESOTA**

ISSUED TO

**ENBRIDGE ENERGY LIMITED PARTNERSHIP &
ENBRIDGE PIPELINES (SOUTHERN LIGHTS) L.L.C.**

DOCKET No. PL-9/PPL-07-361

In accordance with the requirements of Minnesota Statutes Chapter 216G and Minnesota Rules Chapter 7852, this Pipeline Routing Permit is hereby issued to:

**ENBRIDGE ENERGY LIMITED PARTNERSHIP &
ENBRIDGE PIPELINES (SOUTHERN LIGHTS) L.L.C.**

Enbridge Energy Limited Partnership and Enbridge Pipelines (Southern Lights) L.L.C., are authorized by this pipeline routing permit to construct and operate up to approximately 290 miles of new 36-inch outside diameter pipeline and up to 182 miles of new 20-inch outside diameter pipeline and associated facilities within the route identified in this permit and in compliance with the conditions in this permit.

Approved and adopted this _____ day of December, 2008
BY ORDER OF THE COMMISSION

(S E A L)

Burl W. Haar,
Executive Secretary

This document can be made available in alternative formats (i.e. large print or audio tape) by calling 651.201.2202 (voice). Persons with hearing or speech disabilities may call us through Minnesota Relay at 1.800.627.3529 or by dialing 711.

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I. PIPELINE ROUTING PERMIT

The Public Utilities Commission (Commission) hereby issues this Pipeline Routing Permit to Enbridge Energy Limited Partnership and its affiliate Enbridge Pipelines (Southern Lights) L.L.C. (hereinafter “the Permittee” or “Enbridge”) pursuant to Minnesota Statutes Chapter 216G and Minnesota Rules Chapter 7852 to construct and operate:

A. The Alberta Clipper project, an approximately 290-mile long, 36-inch outside diameter crude oil pipeline and associated facilities, that will begin at the North Dakota/Minnesota border in Kittson County and terminate at the Minnesota/Wisconsin border in Carlton County, Minnesota. The Alberta Clipper Pipeline will be buried underground and primarily within and adjacent to Enbridge’s existing rights-of-way in the Minnesota counties of Kittson, Marshall, Pennington, Red Lake, Polk, Clearwater, Beltrami, Hubbard, Cass, Itasca, Aitkin, St. Louis and Carlton; and

B. The Southern Lights Diluent project, an approximately 182 mile long, 20-inch outside diameter diluent pipeline and associated facilities that will begin at the Wisconsin/Minnesota border and terminate at the Enbridge Terminal located in Clearbrook, Minnesota, located in Clearwater County. The Southern Lights Diluent pipeline will be buried underground and primarily within and adjacent to Enbridge’s existing rights-of-way in the Minnesota counties of Carlton, St. Louis, Aitkin, Itasca, Cass, Hubbard, Beltrami, and Clearwater.

C. The two pipelines within the route identified in this permit and as shown on the maps attached to this permit. (See Appendix C)

II. PROJECT DESCRIPTION

Alberta Clipper

The Alberta Clipper pipeline project authorized to be constructed by this Permit consists of up to approximately 290 miles of 36-inch outside diameter steel pipe, with a nominal wall thickness of 0.375 to 0.469 inches, to transport crude oil. The maximum allowable operating pressure is 1,313 pounds per square inch gauge (psig).

The PUC designated route for the Alberta Clipper Project generally follows (parallels) and uses a portion of Enbridge’s existing pipeline right-of-way southward from the North Dakota border for about 290 miles in the Minnesota counties of Kittson, Marshall, Polk, Pennington, Red Lake, Clearwater, Beltrami, Hubbard, Cass, Itasca, Aitkin, St. Louis and Carlton.

As part of this proposed project, Enbridge also plans to install new pumping units at its existing stations located at Viking (MP 848.2), Clearbrook Terminal (MP 909.5) and Deer River Stations (MP 996.0) in Minnesota. Other facilities include new piping, manifold, pig receiver. No other surface facilities will be installed in Minnesota other than mainline block valves and small enclosures to house power and electric systems, if the valves are capable of remote operation and a small, approximately 3’ by 6’, enclosure to take liquid density measurements at MP 904.

The proposed pipeline and associated facilities with modifications to the three pump stations will have a design capacity of 500,000 barrels per day (bpd). Annual capacity will be 450,000 barrels per day. Annual capacity is defined by the daily rate over the course of one year, and equates to 90 percent of the design capacity. The pipeline project is more specifically described in Enbridge's Application and Environmental Assessment Supplement for a Routing Permit for a Crude Oil Pipeline dated June, 2007.

Southern Lights Diluent Pipeline

The Southern Lights Diluent Pipeline authorized to be constructed by this Permit consists of approximately up to 182 miles of 20-inch outside diameter steel pipe, with a nominal wall thickness of 0.250-inches, to transport diluent or condensate. The maximum operating pressure is 1,334 pounds per square inch gauge (psig).

The PUC designated route for the Southern Lights Diluent Project generally follows (parallels) and uses a portion of Enbridge's existing pipeline right-of-way westward from the Wisconsin border for about 182 miles in the Minnesota counties of Carlton, St. Louis, Aitkin, Itasca, Cass, Beltrami and Clearwater.

As part of this proposed project, Enbridge also plans to modify pumping units at its existing station in Clearbrook. No other surface facilities will be installed other than mainline and block valves and small enclosures to house power and electric systems, if the valves are capable of remote operation.

The proposed pipeline and associated facilities with modifications at the Clearbrook pump stations will have a design capacity of approximately 200,000 bpd. Annual capacity will be approximately 180,000 bpd. Annual capacity is defined the daily rate over the course of one year, and equates to 90 percent of the design capacity. The pipeline project is more specifically described in Enbridge's Application and Environmental Assessment Supplement for a Routing Permit for a Crude Oil Pipeline dated June, 2007.

III. LAND REQUIREMENTS

A. Right-Of-Way

Between the North Dakota/Minnesota border (MP 801.8) and Clearbrook Terminal (MP 909.5)

Where existing Enbridge rights-of-way are being used in Minnesota – between Mileposts 801.8 (North Dakota/Minnesota border) and 909.5 (Clearbrook Terminal) – Enbridge is authorized to acquire up to 25 feet of additional maintained right-of-way. The Enbridge LSr Pipeline Routing Permit authorized the Permittee to obtain up to 50 feet of new permanent right-of-way.

Between the Clearbrook Terminal (MP 909.5) and Minnesota/Wisconsin border (MP 1085.8).

Where existing Enbridge rights-of-way are being used in Minnesota – between MP 909.5 (Clearbrook Terminal) and 1085.5 (Minnesota/Wisconsin border), Enbridge is authorized to acquire up to 75 feet of additional maintained right-of-way.

Where new rights-of-way are required in Minnesota, Enbridge is allowed to obtain and maintain a 75 foot wide right-of-way.

Where new rights-of-way are required in areas with extended saturated wetlands in Minnesota, Enbridge is allowed to obtain a 105 foot wide right-of-way in accordance with the license and permit requirements established by the DNR and United States Army Corps of Engineers.

B. Temporary Work Space

Construction of the proposed pipeline project will require a 65-foot wide temporary construction right-of-way/workspace at most locations. The Permittee is authorized to obtain up to a 65-foot wide temporary construction right-of-way. The 65-foot wide temporary construction ROW is in addition to the 75-foot wide permanent ROW described in section A.

C. Extra Temporary Work Space

The Permittee may obtain extra temporary workspace, as described in its Pipeline Routing Permit Application and Environmental Assessment Supplement to the Pipeline Routing Permit Application dated June 2007, that is needed at locations where the project will cross features such as waterbodies, roads, railroads, side slopes, and other special circumstances. Extra temporary workspace will be allowed for construction activities including, but not limited to, staging equipment and stockpiling spoil material to facilitate construction of the pipeline. The table below provides the typical dimensions of the temporary extra workspace that will be used for construction of the project. These dimensions will vary depending on actual site-specific conditions, but will typically be 75 feet in width and up to 300 feet in length on each side of the features crossed.

TYPICAL DIMENSIONS OF EXTRA TEMPORARY WORK SPACE FOR THE PIPELINE(S)	
Feature	Dimensions on each side of Feature (Areas are in addition to the 140-foot wide construction right-of-way ^{a/})
Open-cut Road Crossings (County, Township and Private Roads)	± 75 feet X 100 feet
Bored Road and Railroad Crossings	± 75 feet X 100 feet
Foreign Pipeline and Utility Crossings	± 75 feet X 100 feet
Pipeline Crossovers	~100 feet X 100 feet
Waterbody Crossings >50' wide	± 75 feet X 300 feet
Waterbody Crossings <50' wide	± 75 feet X 200 feet
Horizontally Directionally Drilled Waterbody Crossings	± 75 feet X 200 feet and 300 feet
Typical Temporary Extra Workspace for Push/Pull Wetland Crossings	± 75 feet X 100 feet
Hydrostatic Testing	40 feet X 300 feet
Horizontal Directional Drill Pipe String	50 feet by the length of the drill
Truck Turn-Around	100 feet X 200 feet
^{a/} Areas are in addition to the 140-foot-wide construction right-of-way, unless required to neckdown.	

D. Minimum Depth of Cover for State and Federal Requirements

Minnesota Statute 216G.07, Subd. 1., requires that the pipeline be installed with a minimum level cover of not less than 4.5 feet (54 inches) in all areas where the pipeline crosses the right-of-way of any public drainage facility or any county, town, or municipal street or highway and where the pipeline crosses agricultural land. Where the pipeline crosses the right-of-way of any drainage ditch, the pipeline shall be at least 4.5 feet (54 inches) feet below the authorized depth of the ditch, unless waived in the manner provided in Minnesota Statute 216G.07. In agricultural land, the Permittee may seek a depth requirement waiver from the affected landowners to install the pipeline at the same depth as the existing pipelines. In all cases, the Permittee shall install the pipeline at depths that meet or exceed U.S. Department of Transportation regulations (Code of Federal Regulations (CFR) 49, section 195.248), which is a minimum of 36-inches.

IV. DESIGNATED ROUTE

The designated route is shown on the aerial photos attached to this permit (Appendix C) and described as follows:

The width of the designated route will be limited to a maximum width of 500 feet unless otherwise indicated on the attached aerial photos dated November 17, 2008. The final alignment (i.e., permanent and maintained rights-of-way and temporary work space) will be located within

this designated route. This width will provide the Permittee with the flexibility to do minor adjustments of the specific alignment or right-of-way to accommodate landowner requests and unforeseen conditions.

The Permittee has identified a proposed alignment within the designated route that minimizes the potential impacts to the criteria identified in Minn. Rules 7852.1900, and as such this permit anticipates that the actual right-of-way will generally conform to this proposed alignment, except as otherwise provided by this permit. Any alignment modifications within this designated route shall be located to have the same or less impacts relative to the criteria in Minn. Rules 7852.1900 as the alignment identified in this permit.

Route width variations may be allowed for the Permittee to overcome potential site specific constraints. These constraints may arise from any of the following:

1. Unforeseen circumstances encountered during the detailed engineering and design process.
2. Federal or state agency requirements.
3. Existing infrastructure within the pipeline route, including but not limited to railroads, natural gas and liquid pipelines, high voltage electric transmission lines, or sewer and water lines.

Any alignment modifications arising from these site specific constraints that would result in right-of-way placement outside of this designated route shall be located to have the same or less impacts relative to the criteria in Minn. Rules 7852.1900 as the alignment identified in this permit and be specifically identified in and approved as part of the Plan and Profile submitted pursuant to Part VI. of this permit.

V. PERMIT CONDITIONS

The following conditions apply to pipeline right-of-way preparation, construction, cleanup, and restoration for the life of this permit.

A. Field Representative

Prior to the start of construction and continuously throughout construction and right-of-way and workspace restoration, the Permittee shall designate a field representative responsible for overseeing compliance with the conditions of this Permit. This person (or a designee) shall be accessible by telephone during normal business hours. This person's address, phone number and emergency phone number shall be provided to the PUC, who may make the number available to local residents and officials and other interested persons. The Permittee may change the field representative by notification to the PUC and posting it to:

<http://www.enbridgepublicinfo.com/publicinfo/>

B. Agricultural Mitigation Plan

1. The Permittee shall comply with the Agricultural Mitigation Plan (AMP) and associated Appendix, Agricultural Mitigation Plan: Mitigative Actions for Organic Agricultural Land that is attached to this Permit and incorporated herein. See Appendix A.
2. The obligation to comply with the Agricultural Mitigation Plan as a condition of this permit shall expire with termination of PUC jurisdiction over this permit as prescribed by Minn. Rules 7852.3900, unless otherwise specified in the Agricultural Mitigation Plan.
3. In the event that the AMP is amended by the Minnesota Department of Agriculture (MDA), the MDA or the Permittee shall file the MDA approved modification with the PUC within 10 days of the MDA approval.

C. Environmental Mitigation Plan

The Permittee shall comply with the Environmental Mitigation Plan that is attached to this Permit and incorporated herein. See Appendix B. The Permittee shall also comply with all additional conditions that may be added as a result of permits issued by other agencies or governmental units. The Permittee shall eFile and provide a link to a website where anyone can view the latest version of these permits and conditions.

D. Construction Practice

1. **Rule Compliance.** The permittee shall comply with the conditions for right-of-way preparation, construction, cleanup, and restoration contained in Minn. Rules, Part 7852.3600.
2. **Application Compliance.** The Permittee shall comply with those practices set forth in its Route Permit Application and Environmental Assessment Supplement, dated June 2007, unless this Permit establishes a different requirement in which case this Permit shall prevail for right-of-way preparation, construction, cleanup, and restoration. Among the practices set forth in the Application and Environmental Supplement are those set forth in the updated Environmental Mitigation Plan.
3. **Site Sediment Control.** The Permittee shall develop project construction specifications for site sediment control, as required by the Minnesota Pollution Control Agency NPDES Construction Permit program.
4. **Pollution.** All appropriate precautions to protect against pollution of the environment must be taken by the Permittee. The Permittee shall be responsible for compliance with all laws applicable to the generation, storage, transportation, clean up and disposal of all wastes generated during pipeline construction and restoration of the right-of-way.
5. **Vegetation Removal.** The Permittee shall clear the right-of-way and temporary work space only to the extent necessary to assure suitable access for safe construction and operation of the pipeline and to comply with all applicable laws and regulations.

6. **Vegetation Protection.** Shelterbelts and trees must be protected by the Permittee to the extent possible in a manner compatible with the safe operation, maintenance, and inspection of the pipeline and in compliance with all applicable laws and regulations.
7. **Topsoil Protection.** As specified in its Agricultural Mitigation Plan, the Permittee shall take precautions to protect and segregate topsoil in agricultural lands unless otherwise negotiated with the affected landowner.
8. **Soil Compaction.** Compaction of agricultural lands by the Permittee must be kept to a minimum and mitigated in accordance with its Agricultural Mitigation Plan.
9. **Sensitive Areas.** The Permittee shall stabilize stream banks and other sensitive areas disturbed by pipeline construction in accordance with its Stream and River and Wetland Crossing General Requirements in its Environmental Mitigation Plans, or in accordance with the requirements of applicable state or federal permits.
10. **Livestock.** Precautions to protect livestock must be taken by the Permittee unless otherwise negotiated with the affected landowner.
11. **Drain Tile.** As specified in its Agricultural Mitigation Plan, the Permittee shall repair or replace all drainage tiles broken or damaged during right-of-way preparation, construction, and maintenance activities, unless otherwise negotiated with the affected landowner.
12. **Roads (Public and Private).** Equipment involved in pipeline construction shall be moved into the right-of-way using existing public or private roads, unless temporary road is negotiated with the landowner and approved by the Environmental Inspector/Monitor, and by the Agricultural Inspector/ Monitor on agricultural lands.
 - a. **Public roads.** Prior to commencement of construction, the Permittee shall identify all state, county or township roads that will be used for the project and shall notify the state, county or township governing body having jurisdiction over the roads to determine if the governmental body needs to inspect the roads prior to use of these roads. Where practical, existing roadways shall be used for all activities associated with the project materials. Where practical, all-weather roads shall be used by the Permittee to deliver project related materials.

The Permittee shall, prior to the use of such roads, make satisfactory arrangements with the appropriate state, county or township governmental body having jurisdiction over roads to be used for construction of the project. The permittee is responsible for maintenance and repair of roads that will be subject to extra wear and tear due to transportation of equipment and project related materials. The Permittee shall notify the PUC of such arrangements upon request of the PUC.
 - b. **Private Roads.** The Permittee shall promptly repair private roads or lanes damaged when moving equipment or when obtaining access to the construction workspace, unless otherwise negotiated with the affected landowner.

13. **Fences.** The permittee shall replace or repair all fences and gates removed or damaged as a result of right-of-way preparation, construction, and restoration activities, unless otherwise negotiated with the affected landowner.
14. **Personal Litter.** Cleanup of personal litter, bottles, and paper deposited by right-of-way preparation and construction crews must be done on a daily basis.
15. **Cleanup.** Following completion of construction, the Permittee shall clean up the right-of-way and all premises on which pipeline construction activities were conducted. This shall include, but not be limited to removal and proper disposal of all waste, debris and scrap that is the product of pipeline construction. The Permittee shall also provide for removal of temporary road and ditch crossings, and additional grading to correct for soil settling.
16. **Revegetation and Restoration.** The Permittee shall revegetate and restore the right-of-way and all temporary work space, in accordance with the procedures specified in its Environmental Mitigation Plan and as required by permit conditions or other federal and state agency permits.
 - a. The Permittee is responsible for revegetation of soils disturbed by project-related activities.
 - b. Disturbed areas will be restored in accordance with recommendations from soil conservation agencies or as requested by the landowner or land management agency.
 - c. The Permittee shall, to the extent possible, restore the temporary workspaces, access roads, and other private lands affected by construction of the pipeline and associated facilities as quickly as possible after installation of the pipe to the natural conditions that existed immediately before construction of the pipeline.
 - d. The Permittee shall work with the landowner and the DNR local wildlife management programs to restore non-agricultural areas, including providing useful and functional habitat if the landowner so requests.
 - e. Revegetation in non-agricultural areas will be considered successful if upon visual survey the density and cover of non-nuisance vegetation are similar in density (i.e., greater than 70 percent) and cover to adjacent undisturbed lands.
 - f. Restoration will be considered successful if the condition of the disturbed work space is similar to adjacent undisturbed lands, construction debris is removed (unless requested otherwise by the land owner or land management agency), the area has revegetated, and proper drainage has been restored.
 - g. With respect to the maintained right-of-way, restoration must be compatible with the safe operation and right-of-way management practices and inspection of the pipeline.
 - h. Within 60 days after completion of all restoration activities, the Permittee shall advise the PUC in writing of the completion of such activities.

17. **Application of Herbicides.** The Permittee shall restrict herbicide use to those herbicides and methods of application approved by the Minnesota Department of Agriculture and the U.S. Environmental Protection Agency. Selective foliage or basal application shall be used when practicable. The Permittee shall contact the landowner or his designee to obtain approval for the use of herbicide prior to any application on their property. The landowner may request that there be no application of herbicides on any part of the right-of-way within the landowner's property. All herbicides shall be applied in a safe and cautious manner so as not to damage crops, orchards, tree farms, or gardens.
18. **Public Safety Information.** As provided by applicable laws and regulations the Permittee must provide educational materials to landowners within the route whose land is crossed by the pipeline and, upon request, to interested persons, about the project and any restrictions or dangers associated with the project.
19. **Monitor and Inspector Notices.** The Permittee shall at least 10 days prior to the start of construction provide notice to all landowners affected by construction with the name, telephone number and email address of the Agricultural Monitor and County inspector designated by the County.

E. Compliance With Federal and State Agency Permits

The Permittee shall comply with all terms and conditions of permits or licenses issued by any Federal, State or Tribal authorities including but not limited to the requirements of the Minnesota Pollution Control Agency (Section 401 Water Quality Certification, SDS Discharge/Construction Storm Water, Site Specific Discharge Approvals); Department of Natural Resources (License to Cross Public Waters, Water Appropriation Permits, State Protected Species Consultation); Historical Society (Section 106 Historic Act Consultation); Department of Agriculture (Agricultural Mitigation Plan Approval); Office of Pipeline Safety (Ongoing Inspection and Safety Compliance).

The Permittee shall develop project construction specifications for site sediment control, as required by the Minnesota Pollution Control Agency NPDES Construction Permit program.

The Permittee shall develop project construction specifications for all crossings of public waters and wetlands and adjacent sensitive areas as required by the Minnesota Department of Natural Resources. The Permittee shall comply with all federal and state safety requirements.

F. Compliance With County, City or Municipal Permits

The Permittee shall comply with all terms and conditions of permits or licenses issued by the Counties, Cities and Municipalities crossed by the project that do not conflict or are not pre-empted by Federal or State permits and regulations.

G. Cooperation With Entities Having Existing Easements and Infrastructure in the Pipeline Route

The Permittee shall cooperate with all entities that have existing easements or infrastructure within the pipeline route or affected by pipeline construction to ensure minimal disturbance to existing or planned developments.

H. Archaeological Survey

The Permittee shall work with the State Historic Preservation Office (SHPO) at the Minnesota Historical Society prior to commencing construction to determine whether any additional archaeological survey will be necessary for any length of the proposed route. The Permittee shall mark and preserve any archaeological sites that are found during construction and shall promptly notify the Historical Society and PUC of the discovery. The Permittee shall not excavate at such locations until so authorized by the Historical Society.

The Permittee shall contract with a qualified archaeologist to complete such surveys, and will submit the results to the PUC, and SHPO. The SHPO will make recommendations for the treatment of any significant archaeological sites which are identified. Any issues in the implementation of these recommendations will be resolved by PUC in consultation with SHPO.

If human remains are encountered during construction, the Permittee shall immediately halt construction at that location and promptly notify local law enforcement authorities and the State Archaeologist. Construction at the human remains location shall not proceed until authorized by local law enforcement authorities or the State Archaeologist.

I. Access to Property for Construction

1. The Permittee shall obtain, prior to construction, all necessary permits authorizing access to public rights-of-way and approval of landowners for access to private property.
2. The Permittee shall work with landowners to provide access to their property, to locate the pipeline on their property to minimize the loss of agricultural land, forest, and wetlands, with due regard for proximity to homes and water supplies, even if the deviations will increase the cost of the pipeline, so long as the landowner's requested relocation does not adversely affect environmentally sensitive areas. The Permittee shall not unreasonably deny a landowner's request to cross the easement to access the landowner's property.
3. Easement agreements between the Permittee and the landowner(s) shall provide for ingress and egress to and from the right-of-way, unless ingress and egress is otherwise negotiated with the landowner(s). Normal inspection and maintenance activities are limited to ingress and egress specified in the easement agreement and is typically done on the easement.
4. In an emergency situation, responders will take appropriate actions necessary to address the emergency. By statute (216G.07, Subd. 3) the Pipeline Routing Permit may not set safety standards for the construction of pipeline. This would also apply to operation and maintenance. Therefore, this Pipeline Routing Permit does not address pipeline safety related issues.
5. The Permittee shall negotiate agreements with landowners that will give the landowners access to their property, minimize the impact on planned future development of the property, and to assume any additional costs for such development that may be the result of installing roads, driveways and utilities that must cross the right-of-way.

J. Complaints

1. Within five days of receiving the Pipeline Routing Permit, the Permittee shall submit to the PUC the permittee's procedures to be used to receive and respond to complaints. The procedures shall be in accordance with the requirements set forth in the PUC complaint report procedure attached to this permit (Attachment A).
2. The Permittee shall advise the PUC in writing of any substantial complaints received by the Permittee during the course of construction that are not resolved within 30 days of the complaint. (Minn. Rules 7852.3700).
3. Upon request, the Permittee shall assist the PUC with the disposition of unresolved or longstanding complaints. This assistance shall include, but is not limited to, the submittal of complaint correspondence and complaint resolution efforts.

K. Permit Amendment

The Permittee may apply to the PUC for an amendment of the route designation or to any of the permit conditions in accordance with the requirements and procedures of Minn. Rules 7852.3400.

L. Permit Suspension or Revocation

The PUC may initiate action to suspend or revoke this permit at any time. Grounds for suspension or revocation include:

1. A false statement was knowingly made in the application or in accompanying statements or studies required of the applicant, and a true statement would have warranted a change in the PUC's findings;
2. There has been a failure to comply with material conditions of this permit, or there has been a failure to maintain health and safety standards; or
3. There has been a material violation of a provision of an applicable statute or rule or an order of the PUC.

In the event the PUC shall determine that it is appropriate to consider suspension or revocation of this permit, it shall act in accordance with all applicable statutes and rules. The PUC may require the Permittee to undertake corrective measures in lieu of suspending or revoking this permit.

M. Permit Compliance

Failure to timely and properly make compliance filings required by this permit is a failure to comply with the conditions of this permit. Compliance filings must be eFiled to the Department of Commerce eDocket system in accordance with the PUC procedures for compliance filings attached to this permit (Attachment B).

For ease of use, a compilation of compliance filings required under this permit is attached (Attachment C).

N. Special Conditions

1. **Effect.** These Special Conditions shall take precedence over any of the other conditions of this Permit if there should be a conflict between the two.
2. **Landowner/Tenant Notification.** With the exception of access required in the event of an emergency, the Permittee shall make a good faith effort to contact landowners prior to entering their property for routine maintenance along the route, and to avoid maintenance practices that include the use of fertilizer or pesticides, to the extent reasonable alternatives are available to Permittee.
3. **Project Updates.** The Permittee shall provide regular planning and construction updates to designated representatives of local jurisdictions, including the soil and water conservation districts in each township, city and county, as requested by that jurisdiction.
4. **Organic Consultant.** The Permittee shall retain a qualified organic consultant at its expense to identify and implement site-specific construction practices that will minimize damage during construction and avoid or loss of organic certification for any farm that is organic certified or in documented active transition to become organic certified.
5. **Organic Farm Registration.** The Permittee shall notify each landowner annually of the opportunity to register organic farms and the landowner's or tenant's Organic System Plan with the Permittee. The Permittee shall be responsible for the damage caused by any maintenance practice that is inconsistent with the landowner or tenant's Organic System Plan on file or the express written approval of the lawnmower.
6. **Third-Party Environmental Inspectors /Monitors.** The Permittee shall contract with independent third-party environmental inspectors and monitors to oversee the construction process and to monitor compliance with 1) the Environmental Mitigation Plan; 2) Agricultural Mitigation Plan and Appendix; and 3) the requirements of this and all other environmental permits.

The third-party Monitors who report to the Minnesota Department of Natural Resources and Department of Agriculture and the Environmental Inspectors, shall implement the requirements of the Monitors and Environmental Inspectors as set forth in the Agricultural Mitigation Plan and the Construction Environmental Control Plan.

Prior to any construction the Permittee shall file with the PUC a "Construction Environmental Control Plan." All amendments, modifications or changes to the Construction Environmental Control Plan shall be filed with the PUC and any other agency or governmental unit with responsibility for implementing requirements of the Construction Environmental Control Plan.

7. **Oak Wilt.** In counties where oak wilt occurs, and when there is pipeline construction through forested areas containing oak trees, care will be taken from April 1 through July 1 to avoid any damage to live, standing residual oak trees adjacent to the ROW. If any such damage does occur, the wounded or damaged areas on the trees where the bark has been penetrated or removed should immediately be covered with pruning paint or latex paint. This condition will be subject to inspection by the Permittee's third party Environmental Inspectors and DNR's Environmental Monitor.

8. **Snake River (MP 843.1) and Mississippi River (MP 939.7 and 984.7 to MP 988.2).** The crossing of the Snake and Mississippi Rivers shall be accomplished by the Horizontal Directional Drill (HDD) method. If HDD is not possible, the Snake, Mississippi and any other Rivers shall be crossed in a manner approved by the DNR as a part of its permit for crossing public waters. When the Permittee proposes an HDD crossing it should also submit an alternative plan for use if there is a failure of the HDD
9. **Site of Outstanding Biodiversity Significance (MP 852 to MP 854.5).** The Permittee shall take all necessary and reasonable measures to protect the unique natural resources within this site which shall include but not be limited to moving the proposed Alberta Clipper pipeline to the north side of its existing right-of-way in this site as agreed to by the affected landowner, the DNR and the Permittee. The Permittee shall submit proposed site plans to the Minnesota Department of Natural Resources 14 days prior to any construction through this site.
10. **Noxious weeds.** The Permittee shall take all reasonable precautions against the spread of noxious weeds (e.g., spotted knapweed, leafy spurge and purple loosestrife) during all phases of pipeline construction. The Permittee shall comply with the requirements of its Environmental Mitigation Plan and Invasive Species Plan to limit the spread of noxious weeds until the right-of-way and temporary workspace is restored. The Permittee shall submit its Invasive Species Plan to DNR to ensure that it contains a complete and current list of plants of concern.
11. **Firewood.** The Permittee will set cleared timber aside for a landowner's use as firewood if the landowner makes this agreement in writing with the applicable right-of-way agent prior to the start of construction. Timber will only be set aside for firewood if the Permittee and the landowner make such written arrangements prior to the start of construction.
12. **Post Construction Approval Forms.** The Permittee will work with landowners to obtain their signature on a final, written approval form that indicates the landowner is satisfied by the post-construction restoration of their land to conditions that comply with the terms of this Pipeline Routing Permit and any specific agreements between the landowner and Enbridge.
13. **Berry (MP 886.5), Carlson (MP 896), and Gunvalson (MP 902) Properties.** The Permittee shall implement the following mitigation measures on the properties described above, which include but are not limited to the following:
 - a. Berry property (line separation reduced to 15' and construction workspace reduced to 80' near the home, installation of exclusion fencing);
 - b. Carlson property (reduced line separation and temporary workspace near the home and business, as shown on Exhibit 13 or according to any other agreement made with the landowners that keeps the proposed pipelines within the REVISED Preferred Route and Alignment); and
 - c. Gunvalson property (apply for permits to relocate a culvert and do so if the necessary permits are granted).

14. **Joel and Marsha Kezar Property (MP 859.5 –approximate-Tract T-852-A).** The Permittee shall construct the pipeline on the Kezar property in accordance with the modification requested by both Enbridge and the Kezar's, as filed with the ALJ in a letter dated February 8, 2008, with attachments that are a part of the record in this proceeding, or as required by other federal and state agencies.
15. **Alice and Randy Peterson Property (MP 839/Tract No. T-923).** In Marshall County, Enbridge will neck down the temporary workspace and any extra temporary workspace requirements in order to minimize tree removal on the Peterson property. Prior to tree removal Enbridge representatives and the Petersons shall flag trees to be removed and trees that will not be removed. Enbridge shall work with the Petersons to establish and implement a tree revegetation plan in the temporary workspace and any extra temporary workspace.
16. **ATV Barriers.** The Permittee shall work with the DNR and landowners to install ATV barriers where appropriate.
17. **Site Specific Plans.** The Permittee shall file site specific plans and supporting documentation for all crossings of public lands and waters as required by the Department of Natural Resources.
18. **Removal of Flood Plain Vegetation.** Woody vegetation within a river floodplain or adjacent to a water body shall not be cleared for extra temporary workspace unless approved by the DNR as part of the applicable crossing license.

O. Right of Entry

The Permittee shall allow PUC designated representatives to perform the following, upon reasonable notice, upon presentation of credentials and at all times in compliance with the Permittee's site safety standards:

1. To enter upon the facilities easement of the property for the purpose of obtaining information, examining records, and conducting surveys or investigations.
2. To bring such equipment upon the facilities easement of the property as is necessary to conduct such surveys and investigations.
3. To sample and monitor upon the facilities easement of the property; and
4. To examine and copy any documents pertaining to compliance with the conditions of this Permit.

P. Preemption of Other Laws

Pursuant to Minn. Stat. 216G.02, Subd.4, the issuance of a pipeline routing permit under this section and subsequent purchase and use of the route locations is the only site approval required to be obtained by the person owning or constructing the pipeline. The pipeline routing permit supersedes and preempts all zoning, building, or land use rules regulations, or ordinances promulgated by regional, county, local, and special purpose governments.

VI. REVIEW OF PLAN AND PROFILE AND RIGHT-OF-WAY SPECIFICATIONS

At least 14 days before right-of-way preparation begins on any segment of the pipeline, the Permittee shall provide the PUC with a plan and profile of the right-of-way and the specifications and drawings for right-of-way preparation, construction, cleanup, and restoration for the segment for which construction is scheduled and notification that all plans and permits for the segment have been filed or obtained and reflected in the plan and profile submitted for review. The Permittee may not commence construction until the earlier of the expiration of 14 days or until the PUC has advised the Permittee in writing or electronically that it has completed its review of the plan and profile and specifications and drawings.

If the Permittee intends to make any significant changes in its plan and profile or the specifications and drawings for right-of-way preparation, construction, cleanup, and restoration after review by the PUC, the Permittee shall notify the PUC at least five days before implementing the changes. The Permittee shall also provide the Minnesota Office of Pipeline Safety with the information it gives the PUC. The Permittee's plan and profile and specifications and drawings, shall become a condition of the Permit and shall be complied with by the Permittee. (Minn. R. 7852.3500).

VII. PERMIT DISTRIBUTION

The Permittee shall, within 10 days of receipt of this pipeline routing permit from the PUC, send a copy of the permit (including Complaint Handling Procedures developed under V.J), a complete set of the aerial photos depicting the designated route in all counties and a complete set of all available (or when available) mitigation plans to the office of each regional development commission of a development region, soil and water conservation district, watershed district, watershed management district office, office of the auditor of each county, and clerk of each city and township crossed by the designated route.

The Pipeline Routing Permit is to be accompanied by two Appendices: the two primary documents referred to in the Permit, i.e., the Agricultural Mitigation Plan including the appendix and the Environmental Mitigation Plan.

The Permit is also to be accompanied by a cover letter prepared by the Permittee that:

1. Identifies for landowners the mitigation plans that have been or are being prepared and where all mitigation plans are available, e.g., on which websites, at what libraries, etc; and
2. Clarifies that the requirements of the Permit take precedence over any easement agreements made between the Permittee and the landowners.

As soon as practicable, but at least 10 days before commencing construction of the pipeline on a landowner's property, the Permittee shall provide a copy of this pipeline routing permit (including Complaint Handling Procedures developed under V.J., and aerial photo(s) depicting the location of the designated route on a landowner's property, (Minn. Rules 7852.3200, subp. 2), and all required attachments and appendices to the landowner.

VIII. TERMINATION OF PUC JURISDICTION OVER THE PIPELINE

Upon determination by the Permittee that it has completed construction of the pipeline and restored the land in accordance with all permit conditions and agreements with landowners, the Permittee shall file with the PUC a written certification that the permitted pipeline construction has been completed in compliance with all permit conditions. The certification shall be considered by the PUC within 60 days of its filing. The PUC shall accept or reject the certification of completion and make a final determination regarding costs or reimbursements due. If the PUC rejects the certification, it shall inform the Permittee in writing of which deficiencies, if corrected, will allow the certification to be accepted. When corrections of the deficiencies are completed, the Permittee shall notify the PUC, and the PUC shall reconsider the certification at its next regularly scheduled meeting, provided the notification is received at least 20 days before the meeting. After acceptance of the certification by the PUC, the PUC's jurisdiction over the Permittee's pipeline routing permit shall be terminated. (Minn. R. 7852.3900).

**MINNESOTA PUBLIC UTILITIES COMMISSION
COMPLAINT HANDLING PROCEDURES
Alberta Clipper and Southern Lights Diluent Projects
MPUC Docket No. PL-9/PPL-07-361**

A. Purpose:

To establish a uniform and timely method of reporting Complaints received by the Permittee (Enbridge Energy Limited Partnership and Enbridge Pipelines (Southern Lights) L.L.C.) concerning Routing Permit conditions, and the orderly resolution of such Complaints.

B. Scope:

This document describes Complaint reporting procedures and frequency.

C. Applicability:

The procedures shall be used for all complaints received by the Permittee.

D. Definitions:

Complaint: A verbal or written statement presented to the permittee by a person expressing dissatisfaction or concern regarding pipeline right-of-way alignment, preparation, construction, cleanup or restoration, or other Routing permit conditions. Complaints do not include general inquiries, questions, or general comments.

Substantial Complaint: A written Complaint alleging a violation of a specific Routing Permit condition that, if substantiated, could result in permit modification or suspension, pursuant to applicable regulations.

Unresolved Complaint: A Complaint which, despite the good faith efforts of the permittee and a person(s), remains to both or one of the parties unresolved or unsatisfactorily resolved.

Person: An individual, partnership, joint venture, private or public corporation, association, firm, public service company, cooperative, political subdivision, municipal corporation, government agency, public utility district, or any other entity, public or private, however organized.

E. Complaint Documentation and Processing:

1. The Permittee shall document all Complaints by maintaining a record of all applicable information concerning the Complaint, including the following:

- a. Name of complainant, address, phone number, and e-mail address.
 - b. Precise property description or parcel number.
 - c. Name of Permittee representative receiving Complaint and date of receipt.
 - d. Nature of Complaint and the applicable Routing Permit condition(s).
 - e. Activities undertaken to resolve the Complaint.
 - f. Final disposition of the complaint.
2. The Permittee shall designate an individual to summarize Complaints for submittal to the PUC. This person's name, phone number and e-mail address shall accompany all complaint submittals.
3. A Person presenting a Complaint should, to the extent possible, include the following the information in their communications:
 - a. Name, address, phone number, and e-mail address.
 - b. Date
 - c. Tract or parcel number
 - d. Whether the complaint relates to (1) a Routing Permit matter, (2) a pipeline location matter, or (3) a compensation matter.

F. Reporting Requirements

The permittee shall report all Complaints to the PUC according to the following schedule:

Immediate Reports: All substantial complaints shall be reported to the PUC by phone or e-mail the same day received or on the following working day for complaints received after working hours. Such reports are to be directed to PUC Permit Compliance, 1-800-657-3794, or by e-mail to: DOC.energypermitcompliance@state.mn.us. Voice messages are acceptable

Monthly Reports: By the 15th of each month, a summary of all complaints, including substantial complaints received or resolved during the preceding month, shall be eFiled to Dr. Burl Haar, Executive Secretary, PUC using the Minnesota Department of Commerce eDocket system (see eFiling instructions attached to this permit).

If no Complaints were received during the preceding month, the permittee shall submit (eFile) a summary indicating that no complaints were received.

G. Complaints Received by the PUC or DOC

Complaints received directly by the PUC or DOC from aggrieved persons regarding right-of-way preparation, construction, cleanup, and restoration shall be promptly sent to the permittee.

H. PUC Process for Unresolved Complaints

Initial Screening: Commission staff shall perform an initial evaluation of unresolved Complaints submitted to the Commission. Complaints raising substantive Routing Permit issues shall be processed and resolved by the Commission. Staff shall notify the Permittee and appropriate person(s) if it determines that the complaint is a Substantial Complaint. With respect to such Complaints, each party shall submit a written summary of its position to the Commission no later than ten days after receipt of the Staff notification. Staff shall present Briefing Papers to the Commission, which shall resolve the Complaint within twenty days of submission of the Briefing Papers.

Compensation Issues: If the Commission Staff's initial screening determines that a Complaint raises issues concerning the just compensation to be paid to landowners on account of the Permittee's acquisition of easements, Staff shall recommend to the Executive Secretary that the matter is outside the scope of the PUC's authority. If the Executive Secretary concurs, he shall so report to the Commission and so notify the Permittee and the Complainant.

I. Permittee Contacts for Complaints

Mailing Address:

Complaints filed by mail should be sent to:

ATTN: Alberta Clipper/Southern Lights Project Supervisor
Enbridge Energy Company, Inc.
Superior City Center, 2nd Floor
1409 Hammond Avenue
Superior, WI 54880-5247

Toll-Free Number: Enbridge's toll-free number is 1-866-410-4356.

Email Address: minnesota.expansion@enbridge.com

**MINNESOTA PUBLIC UTILITIES COMMISSION
COMPLIANCE FILING PROCEDURE
FOR PERMITTED ENERGY FACILITIES**

1. Purpose

To establish a uniform and timely method of submitting information required by PUC energy facility permits.

2. Scope and Applicability

This procedure encompasses all compliance filings required by permit.

3. Definitions

Compliance Filing – A sending (filing) of information to the PUC, where the information is required by a PUC site or route permit.

4. Responsibilities

- A) The permittee shall eFile all compliance filings with Dr. Burl Haar, Executive Secretary, PUC, through the Department of Commerce (DOC) eDocket system. The system is located on the DOC website:

<https://www.edockets.state.mn.us/EFiling/home.jsp>

General instructions are provided on the website. Permittees must register on the website to eFile documents.

- B) All filings must have a cover sheet that includes:

- 1) Date
- 2) Name of submitter / permittee
- 3) Type of Permit (Site or Route)
- 4) Project Location
- 5) Project Docket Number
- 6) Permit Section Under Which the Filing is Made
- 7) Short Description of the Filing

- C) Filings that are graphic intensive (e.g., maps, plan and profile) must, in addition to being eFiled, be submitted as paper copies and on CD. Copies and CDs should be sent to: 1) Dr. Burl W. Haar, Executive Secretary, Minnesota Public Utilities Commission, 121 7th Place East, Suite 350, St. Paul, MN, 55101-2147, and 2) Department of Commerce, Energy Facility Permitting, 85 7th Place East, Suite 500, St. Paul, MN, 55101-2198. Additionally, the PUC may request a paper copy of any eFiled document.

PERMIT COMPLIANCE FILINGS¹

PERMITTEE: Enbridge Pipelines Limited Partnership and Enbridge Pipelines (Southern Lights) L.L.C.
PERMIT TYPE: Pipeline Routing Permit
PROJECT LOCATION: Kittson, Marshall, Pennington, Red Lake, Polk, Clearwater, Beltrami, Hubbard, Cass, Itasca, Aitkin, St. Louis and Carlton Counties
PUC DOCKET NUMBER: PL9/PPL-07-361

Filing Number	Permit Section	Description	Due Date
1	Section V.A.	Contact information for field representative.	Prior to construction
2	Section V.B.3	Amendments to the Agricultural Mitigation Plan (AMP).	Upon occurrence; within 10 days of MN Dept. of Agriculture approval
3	Section V.D.16.h and Section VIII	Notification of the completion of all restoration activities.	Upon completion of all restoration activities
4	Section V.H.	Archaeological survey results	As recommended by State Historic Preservation Office (SHPO)
5	Section V.J.1	Complaint handling procedure	Within 5 days of receipt of Pipeline Routing Permit
6	Section V.J.1 and Attachment A	Monthly complaint reports	Monthly
7	Section V.J.2	Substantial complaints that have not been resolved within 30 days of the complaint.	Upon occurrence

¹ This compilation of permit compliance filings is provided for the convenience of the permittee and the PUC. However, it is not a substitute for the permit; the language of the permit controls.

8	Section V.N.6	Construction Environmental Control Plan and all amendments or modifications.	Prior to construction and upon occurrence
9	Section VI	Plan and profile of right-of-way (ROW); specifications and drawing for ROW preparation, construction, cleanup and restorations.	14 days before ROW preparation or construction
10	Section VI	Significant changes to plan and profile or specifications and drawings.	5 days before implementing any significant changes